

IN THE UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF DELAWARE

ROQUETTE FRERES,	)	
	)	
Plaintiff,	)	
	)	
v.	)	C.A. No. 06-540-***
	)	
SPI PHARMA, INC., DRYTEC LTD.,	)	
DRYTEC CONTRACT PROCESSING	)	<b><u>REDACTED - PUBLIC VERSION</u></b>
LTD., ANHYDRO U.K., LTD.,	)	
and ANHYDRO HOLDING A/S,	)	
	)	
Defendants	)	

**DECLARATION OF PAUL C. KENNET**

YOUNG CONAWAY STARGATT & TAYLOR LLP  
John W. Shaw (No. 3362)  
Andrew A. Lundgren (No. 4429)  
Jeffrey T. Castellano (No. 4837)  
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alundgren@ycst.com

*Attorneys for Defendants*

OF COUNSEL:  
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Morgan, Lewis & Bockius LLP  
101 Park Avenue  
New York, New York 10178  
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July 10, 2007

IN THE UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF DELAWARE

ROQUETTE FRERES,	)	
	)	
Plaintiff,	)	C.A. No. 06-540-(***)
	)	
v.	)	
	)	
SPI PHARMA, INC., DRYTEC LTD.,	)	
DRYTEC CONTRACT PROCESSING	)	<b><u>REDACTED - PUBLIC VERSION</u></b>
LTD., ANHYDRO U.K., LTD., and	)	
ANHYDRO HOLDING A/S,	)	
	)	
Defendants.	)	

**DECLARATION OF PAUL C. KENNET**

Pursuant to 28 U.S.C. § 1746, I, Paul C. Kennet, MSc., CEng., MChemE., declare the following to the best of my knowledge and understanding:

1. I am Managing Director of Anhydro U.K. Ltd. ("Anhydro U.K.") and Drytec Contract Processing Ltd. ("Drytec CP"), both British corporations. I oversee all facets of these businesses, including, but not limited to, sales, reporting, administration, contract execution, contract negotiations and profit and loss. As such, I have personal knowledge of the facts set forth in this Declaration.

2. From May 2004 to January 5, 2007, I was Managing Director of Drytec Ltd., a British corporation. On January 5, 2007, Drytec Ltd. changed its name to Anhydro U.K., but effected no other changes. Accordingly, on that date, I became Managing Director of Anhydro U.K., with all of the same attendant responsibilities that I had as Managing Director of Drytec

Ltd. Below I refer to Anhydro U.K. and Drytec Ltd. together as “Anhydro U.K.” Attached as Exhibit A is a true and correct copy of a Companies House entry for Anhydro U.K. and the Certificate of Incorporation on Change of Name.

3. I make this Declaration in support of a motion to dismiss for lack of personal jurisdiction by Anhydro U.K. and Drytec CP. The matters set forth here reflect knowledge gained in the course of my association with those entities.

**I. Anhydro U.K.**

**A. Anhydro U.K. Has Never Made, Used, Sold Or Offered To Sell MANNOGEM™ EZ Within The United States And Has Never Imported MANNOGEM™ EZ Into The United States**

4. Anhydro U.K. is a private limited company organized under the laws of the United Kingdom with its principal place of business at 46 Morley Road, Tonbridge, Kent, TN9 1RA, England. See Exhibit A.

5. Anhydro U.K. is in the business of designing, supplying, installing and commissioning drying equipment for its customers.

6. Anhydro U.K. has never made, used, sold, or offered to sell MANNOGEM™ EZ within the United States, nor has it imported MANNOGEM™ EZ into the United States.

7. Anhydro U.K. has never made, used, sold, or offered to sell any mannitol product within the United States, nor has it imported any mannitol product into the United States.

**B. Anhydro U.K. Does Not Have Any Contacts With The State Of Delaware**

8. Anhydro U.K. is not a Delaware entity and has never been authorized, registered or qualified to do business in the State of Delaware.

9. Anhydro U.K. does not maintain a registered agent for service of process in Delaware.

10. Anhydro U.K. does not have an office, place of business, factory or showroom in Delaware.

11. No Anhydro U.K. officer, employee, agent or representative maintains an office in Delaware.

12. Anhydro U.K. does not have an interest in and does not use or possess any real or personal property in the State of Delaware.

13. Anhydro U.K. does not provide insurance or act as a surety for anyone in Delaware.

14. Anhydro U.K. does not maintain a mailing address, telephone listing or bank account in Delaware.

15. Anhydro U.K. has never transacted business or performed any character of work or service in Delaware.

16. Anhydro U.K. has never directed any advertising specifically toward residents of Delaware.

17. Anhydro U.K. does not regularly do or solicit business, engage in any other persistent course of conduct in Delaware, or derive substantial revenue from services or things used or consumed in Delaware.

C.

18.

[REDACTED]

19. [REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

20. [REDACTED]

[REDACTED]

**II. Drytec CP**

A. [REDACTED]

21. Drytec CP is a private limited company organized under the laws of the United Kingdom with its principal place of business at 46 Morley Road, Tonbridge, Kent, TN9 1RA, England. Attached as Exhibit C is a true and correct copy of a Companies House entry for Drytec CP.

22. [REDACTED]

[REDACTED]

[REDACTED]

23. [REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

**REDACTED**

**B. Drytec CP Has Never Made, Used, Sold, Or Offered To Sell MANNOGEM™ EZ Within The United States And Has Never Imported MANNOGEM™ EZ Into The United States**

28. Drytec CP has never made, used, sold, or offered to sell MANNOGEM™ EZ within the United States, nor has it imported MANNOGEM™ EZ into the United States.

29. Drytec CP has never made, used, sold, or offered to sell any mannitol product within the United States, nor has it imported any mannitol product into the United States.

**C. Drytec CP Does Not Have Any Contacts With The State Of Delaware**

30. Drytec CP is not a Delaware entity and has never been authorized, registered or qualified to do business in the State of Delaware.

31. Drytec CP does not maintain a registered agent for service of process in Delaware.

32. Drytec CP does not have an office, place of business, factory or showroom in Delaware.

33. No Drytec CP officer, employee, agent or representative maintains an office in Delaware.

34. Drytec CP does not have an interest in and does not use or possess any real or personal property in the State of Delaware.

35. Drytec CP does not provide insurance or act as a surety for anyone in Delaware.

36. Drytec CP does not maintain a mailing address, telephone listing or bank account in Delaware.

37. Drytec CP has never transacted business or performed any character of work or service in Delaware.

38. Drytec CP has never directed any advertising specifically toward residents of Delaware.

39. Drytec CP does not regularly do or solicit business, engage in any other persistent course of conduct in Delaware, or derive substantial revenue from services or things used or consumed in Delaware.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

Dated: July \_\_\_, 2007

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Paul C. Kennet,  
Managing Director, Anhydro U.K. Ltd. and  
Drytec Contract Processing Ltd.



**CERTIFICATE OF SERVICE**

I, Andrew A. Lundgren, hereby certify that on July 17, 2007, I caused to be electronically filed a true and correct copy of the foregoing document with the Clerk of the Court using CM/ECF, which will send notification that such filing is available for viewing and downloading to the following counsel of record:

Mary B. Graham, Esquire  
Julia Heaney, Esquire  
Morris, Nichols, Arsht & Tunnell LLP  
1201 North Market Street  
Wilmington, DE 19801

I further certify that on July 17, 2007, I caused a copy of the foregoing document to be served by e-mail on the above-listed counsel of record and on the following in the manner indicated:

**BY E-MAIL**

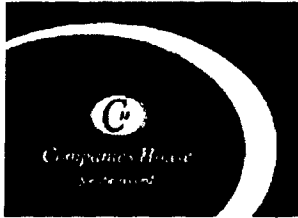
Douglas V. Rigler, Esquire  
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YOUNG CONAWAY STARGATT & TAYLOR, LLP

/s/ Andrew A. Lundgren  
John W. Shaw (No. 3362)  
Andrew A. Lundgren (No. 4429)  
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Karen E. Keller (No. 4489)  
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Wilmington, Delaware 19801  
(302) 571-6600  
alundgren@ycst.com

*Attorneys for SPI Pharma, Inc. and Drytec Ltd.*

# EXHIBIT A



## Company Details

Name & Registered Office:

**ANHYDRO UK LTD**

46 MORLEY ROAD

TONBRIDGE

KENT

TN9 1RA

**Company No. 01602355**

**Status:** Active

**Date of Incorporation:** 07/12/1981

**Country of Origin:** United Kingdom

**Company Type:** Private Limited Company

**Nature of Business (SIC(03)):**

2852 - General mechanical engineering

**Accounting Reference Date:** 31/12

**Last Accounts Made Up To:** 31/12/2005 (FULL)

**Next Accounts Due:** 31/10/2007

**Last Return Made Up To:** 18/04/2007

**Next Return Due:** 16/05/2008

**Last Members List:** 18/04/2007

**Previous Names:**

Date of change	Previous Name
05/01/2007	DRYTEC LIMITED

## Branch Details

There are no branches associated with this company.

## Overseas Company Info

There are no Overseas Details associated with this company.

D 00104



## **CERTIFICATE OF INCORPORATION ON CHANGE OF NAME**

Company No. 1602355

The Registrar of Companies for England and Wales hereby certifies that

DRYTEC LIMITED

having by special resolution changed its name, is now incorporated  
under the name of

ANHYDRO UK LTD

Given at Companies House, Cardiff, the 5th January 2007



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES



*Companies House*

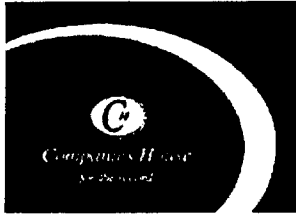
— for the record —

D 00105

# **EXHIBIT B**

**REDACTED IN  
ITS ENTIRETY**

# EXHIBIT C



## Company Details

Name & Registered Office:

**DRYTEC CONTRACT PROCESSING LIMITED**

46 MORLEY ROAD

TONBRIDGE

KENT

TN9 1RA

**Company No. 01994703**

**Status:** Active

**Date of Incorporation:** 03/03/1986

**Country of Origin:** United Kingdom

**Company Type:** Private Limited Company

**Nature of Business (SIC(03)):**

2413 - Manufacture other inorganic basic chemicals

1533 - Process etc. fruit, vegetables

**Accounting Reference Date:** 31/12

**Last Accounts Made Up To:** 31/12/2005 (FULL)

**Next Accounts Due:** 31/10/2007

**Last Return Made Up To:** 07/07/2006

**Next Return Due:** 04/08/2007

**Last Members List:** 07/07/2006

**Previous Names:**

Date of change	Previous Name
29/05/1986	BRACEGALA LIMITED

### **Branch Details**

There are no branches associated with this company.

### **Overseas Company Info**

There are no Overseas Details associated with this company.

D 00106

# **EXHIBIT D**

**REDACTED IN  
ITS ENTIRETY**



# **EXHIBIT E**

**REDACTED IN  
ITS ENTIRETY**

# **EXHIBIT F**

**REDACTED IN  
ITS ENTIRETY**